

RECORDATION NO. 58 20-B Filed & Recorded

SEP 16 1970 - 3 22 PM

INTERSTATE COMMERCE COMMISSION

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STATEMENT OF NEW NUMBERS  
Dated as of September 15, 1970

Under

EQUIPMENT TRUST AGREEMENT  
Dated as of September 1, 1970

Among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE,

C.I.T. CORPORATION

and

ILLINOIS CENTRAL RAILROAD COMPANY

and Under

LEASE OF RAILROAD EQUIPMENT  
Dated as of September 1, 1970

Between

C.I.T. CORPORATION

and

ILLINOIS CENTRAL RAILROAD COMPANY

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STATEMENT OF NEW NUMBERS dated as of September 15, 1970, among MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the Trustee), C.I.T. CORPORATION, a New York corporation (hereinafter called the Company), acting through its Agent, C.I.T. LEASING CORPORATION, a Delaware corporation, and ILLINOIS CENTRAL RAILROAD COMPANY, an Illinois corporation (hereinafter called the Railroad).

WHEREAS the Trustee, the Company and the Railroad have entered into an Equipment Trust Agreement dated as of September 1, 1970 (hereinafter called the Trust Agreement), pursuant to which the Company has agreed to cause to be transferred to the Trustee the railroad equipment (hereinafter called the Trust Equipment) described in Annex A thereto, and the Trustee has agreed to lease the Trust Equipment to the Company until title to such Trust Equipment is transferred by the Trustee to the Company under the provisions thereof; and

WHEREAS the Company has agreed to lease the Trust Equipment to the Railroad for an initial term of 15 years, pursuant to a Lease of Railroad Equipment dated as of

September 1, 1970 (hereinafter called the Lease), between the Company and the Railroad; and

WHEREAS the Trust Agreement and the Lease were recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on September 8, 1970, and were assigned recordation numbers 5820 and 5820-A, respectively; and

WHEREAS the Company now desires to renumber certain of the Trust Equipment and to amend the Trust Agreement and Lease accordingly;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Annex A to the Trust Agreement and Annex B to the Lease are each hereby amended by substituting therein, in the place of the identifying numbers listed below under the column "Original Numbers", the identifying numbers listed below under the column "New Numbers", as follows:

<u>Type of Equipment</u>	<u>Original Numbers</u>	<u>New Numbers</u>
70-ton 60' Box Cars, cushion underframe	610001	660001
	610002	660002
	610003	660003
	610004	660004

<u>Type of Equipment</u>	<u>Original Numbers</u>	<u>New Numbers</u>
	610005	660005
	610006	660006
	610007	660007
	610008	660008
	610009	660009
	610010	660010

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement and the Lease shall remain unaltered and in full force and effect.

4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of New Numbers is dated for convenience as of September 15, 1970, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the

acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,  
Trustee,

by



ASSISTANT Trust Officer

[Corporate Seal]

Attest:

  
Assistant Secretary

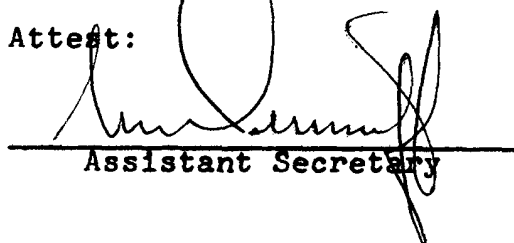
C.I.T. CORPORATION, by C.I.T. LEASING  
CORPORATION, as Agent,

by

  
Vice President

[Corporate Seal]

Attest:

  
Assistant Secretary

ILLINOIS CENTRAL RAILROAD COMPANY,

by

  
Vice President

[Corporate Seal]

Attest:

  
Secretary

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK)

On this 15th day of September 1970, before me personally appeared P. J. Crooks, to me personally known, who being by me duly sworn, says that he is a <sup>ASSISTANT</sup> Trust Officer of MORGAN GUARANTY COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

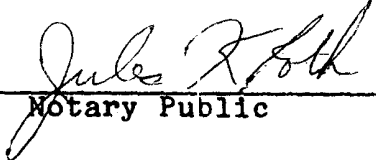
[Notarial Seal]

Frank Schliere  
Notary Public

FRANK SCHLIERE  
NOTARY PUBLIC, State of New York  
No. 60-3503450  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires March 30, 1971

STATE OF NEW YORK    )  
                              ) ss.:  
COUNTY OF NEW YORK )

On this 15<sup>TH</sup> day of September 1970, before me personally appeared THOMAS J McPHILLIPS, to me personally known, who being by me duly sworn, says that he is a Vice President of C.I.T. LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
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Notary Public

[Notarial Seal]

JULES K. ROTH  
Notary Public State of New York  
No. 31-8674300  
Qualified in New York County  
Commission Expires March 30, 1982

STATE OF ILLINOIS)  
                                  ) ss.:  
COUNTY OF COOK        )

On this 16<sup>th</sup> day of September 1970, before me personally appeared **O. H. ZIMMERMAN**, to me personally known, who being by me duly sworn, says that he is a Vice President of ILLINOIS CENTRAL RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Daniel P. Higgins  
Notary Public

9-22-1973

[Notarial Seal]